

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS

IN RE DELTA DENTAL ANTITRUST LITIGATION

This document relates to: ALL ACTIONS

CIVIL ACTION NO.

1:19-CV-06734

MDL No. 2931

Hon. Elaine E. Bucklo

AMENDED DECLARATION OF BEVIN BRENNAN

I, Bevin Brennan, hereby declare as follows:

1. I am one of the attorneys for Plaintiffs in the above-captioned action.
2. I have knowledge of the facts set forth herein, and if called to testify as a witness thereto, I could and would so do competently under oath.
3. I submit this Amended Declaration in conjunction with Plaintiffs' Motion for Class Certification and Appointment of Class Counsel and supporting Memorandum of Law. This Amended Declaration amends the Declaration I previously submitted in this case [Dkt. No. 755] to correct exhibit numbers cited in the accompanying Exhibits A-G and to confirm that Plaintiffs have provided copies of the documents cited in Exhibits A-G to Defendants and that they are prepared to do so if ordered by the Court pursuant to Rule 1006.
4. Exhibit A to this Amended Declaration is a summary chart submitted pursuant to Federal Rule of Evidence 1006 summarizing evidence gathered during discovery that identifies each of the key agreements (and pertinent terms) entered into between each Member Company and DDPA or DeltaUSA.

5. Exhibit B to this Amended Declaration is a summary chart submitted pursuant to Federal Rule of Evidence 1006 summarizing evidence gathered during discovery that establishes that compliance with DeltaUSA's Processing Policies is mandatory; when Member Companies deviate from these policies, they fail audits, are given remedial instructions, and fines are imposed.

6. Exhibit C to this Amended Declaration is a summary chart submitted pursuant to Federal Rule of Evidence 1006 summarizing evidence gathered during discovery that establishes that Defendants held constant or lowered their Dental Provider reimbursement rates for many years during the Class period.

7. Exhibit D to this Amended Declaration is a summary chart submitted pursuant to Federal Rule of Evidence 1006 summarizing evidence gathered during discovery that establishes each of the following facts: (i) second brands do not compete in the large group commercial market; (ii) second brands largely serve as underwriters for Delta Dental-branded business; and (iii) DDPA has sanctioned Member Companies for comingling Member Company and second brand operations.

8. Exhibit E to this Amended Declaration is a summary chart submitted pursuant to Federal Rule of Evidence 1006 summarizing evidence gathered during discovery that establishes that prior to the filing of this suit, none of the Defendants (with one exception) offered antitrust training.

9. Exhibit F to this Amended Declaration is a summary chart submitted pursuant to Federal Rule of Evidence 1006 summarizing evidence gathered during discovery that establishes that Defendants' executives received above-market compensation, benefits, and perquisites.

10. Exhibit G to this Amended Declaration is a summary chart submitted pursuant to Federal Rule of Evidence 1006 summarizing evidence gathered during discovery that establishes

that Defendants have excessive capital reserves that exceed statutory, regulatory, and DDPA requirements.

11. Pursuant to Rule 1006, Plaintiffs have provided copies of the documents cited as Exhibits 154-433 in the accompanying summary charts to Defendants.

12. Plaintiffs are prepared to provide copies of Exhibits 154-433 cited in the accompanying summary charts to the Court upon request. FRE 1006; *Essendant Co. v. Am. Prod. Distributors, Inc.*, No. 18 C 3420, 2019 WL 4735406, at *11 (N.D. Ill. Sept. 27, 2019) (Bucklo, J.) (holding that the plain text of Rule 1006 requires proponent of Rule 1006 summary to make documents available to other parties, but only provide to Court if ordered to do so).

I submit this Declaration pursuant to 28 U.S.C. § 1746(2). I declare under penalty of perjury that the foregoing is true. Executed on February 7, 2024.

/s/Bevin Brennan
Bevin Brennan

CERTIFICATE OF SERVICE

I, Leonid Feller, an attorney, hereby certify that on February 7, 2024, I caused a true and correct copy of the foregoing **AMENDED DECLARATION OF BEVIN BRENNAN** to be filed and served electronically via the Court's CM/ECF system. Notice of this filing will be sent to all parties by operation of the Court's electronic filing system. Parties may access this filing through the court's CM/ECF System.

/s/ Leonid Feller